



Limited Liability Company ("naamloze vennootschap")
Registered Office: Generaal de Wittelaan 11B, 2800 Mechelen, Belgium
Company Number VAT BE 0505.640.808 RLP Antwerp, division Mechelen

PROXY

SPECIAL SHAREHOLDERS' MEETING

to be held on Friday 27 September 2019 at 10 a.m. CEST

*This is an unofficial English translation, for information purposes only.
Please only sign and return the original Dutch version.*

This proxy should be used by holders of shares of Biocartis Group NV (the "Company") who want to be represented by a proxy holder at the special shareholders' meeting.

This proxy does not constitute a proxy solicitation in the sense of Article 548 or 549 of the Belgian Companies Code.

The proxy must be signed in writing or electronically. In the event an electronic signature is used, it must be a qualified electronic signature, in the sense of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC, or an electronic signature that complies with the conditions set out in Article 1322 of the Belgian Civil Code.

The signed and completed proxy must reach the Company at the latest on the sixth calendar day prior to the special shareholders' meeting, i.e. on or before Saturday 21 September 2019 at the latest. Proxies sent to the Company must be sent by mail to:

Biocartis Group NV
Attention: Tim Vandorpe
Corporate Counsel
Generaal de Wittelaan 11B
2800 Mechelen
Belgium

or by e-mail to:

legal@biocartis.com

Holders of shares of the Company who wish to be represented by proxy must also register for the special shareholders' meeting, as described in the notice convening the special shareholders' meeting. Holders of dematerialized shares must attach to the present form a certificate issued by the applicable settlement institution for the shares concerned, or by a certified account holder, confirming the number of shares that have been registered in their name on the registration date (i.e. Friday 13 September 2019, at midnight (12:00 a.m. Central

European Summer Time)) with which they want to participate to the special shareholders' meeting.

In case of amendments to the agenda or if new draft resolutions are tabled, the Company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions. This will be done no later than on the fifteenth calendar day prior to the special shareholders' meeting, i.e. on or before Thursday 12 September 2019 at the latest. At that time, the Company will also make available amended forms for votes by proxy. Proxies that reach the Company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies apply, subject, however, to applicable law and the further clarifications set out in this form.

The undersigned (the "Undersigned")

First Name:

Family Name:

Address:

or

Corporate name:

Corporate form:

Registered office:

Represented by (first name, family name and capacity):

owner of the following number of shares issued by Biocartis Group NV, with registered office at Generaal de Wittelaan 11B, 2800 Mechelen, Belgium:

Number of shares
Form of the above mentioned shares <i>(please tick the appropriate box):</i>	
<input type="checkbox"/> Registered	
<input type="checkbox"/> Dematerialized	

hereby appoints as his/her/its special proxy holder, with power of substitution:

Mr./Mrs.....¹

□ The Chairman of the Board of Directors of the Company²

¹ Please complete as appropriate. An absence of instruction shall be tantamount to an appointment of the Chairman of the Board of Directors of the Company as special proxy holder in accordance with the provisions of note 2 below.

² The Chairman of the Board of Directors of the Company has the power to appoint another Director, employee or agent of the Company as substitute pursuant to a sub delegation if the Chairman is hindered to participate in the general shareholders' meeting. The Chairman of the Board of Directors or, as the case may be, the substitute of the Chairman, is a Director, employee or agent of Biocartis Group NV and therefore has a potential conflict of interest as provided for in Article 547bis, §4 BCC. The Chairman or the substitute of the Chairman will only vote in execution of the proxy in accordance with the specific voting instructions set out in the proxy. In the absence of a specific voting instruction, or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, the Chairman or the substitute of the Chairman will vote for the proposed resolutions supported by the Board of Directors.

who agrees to be so appointed, and whom the Undersigned authorises as follows:

I. The special proxy holder has the power to represent the Undersigned at the special shareholders' meeting that will be held on Friday 27 September 2019 at 10 a.m. CEST, at the offices of the Company at Generaal de Wittelaan 11B, 2800 Mechelen, Belgium, or at such other place indicated at that place at that time.

SPECIAL SHAREHOLDERS' MEETING

Agenda and proposed resolution: The agenda and proposed resolution of the special shareholders' meeting of the Company, which, as the case may be, can be amended at the meeting on behalf of the Board of Directors, are as follows:

1. Approval in accordance with Article 556 of the Belgian Companies Code

Background: On 9 May 2019, the Company issued convertible bonds for a total principal amount of EUR 150 million. The terms and conditions of the convertible bonds can be consulted on the website of the Company. Conditions 5(b)(x) and 6(d) of the convertible bonds provide that, if a change of control over the Company occurs, the conversion price of the convertible bonds will be adjusted in proportion to the already elapsed time since the closing date (i.e. 9 May 2019) and the bondholders may request the early redemption of their convertible bonds at their principal amount, together with the accrued and unpaid interests. For more information on the issuance of the convertible bonds, reference is made to the report of the board of directors of the Company drawn up in accordance with Articles 583 and 596 of the Belgian Companies Code (*Wetboek van vennootschappen*) of 7 May 1999, as amended or superseded, which can be consulted on the website of the Company.

Proposed resolution: The general meeting of shareholders takes note of, approves and ratifies in accordance with Article 556 of the Belgian Companies Code (*Wetboek van vennootschappen*) of 7 May 1999, as amended or superseded (the "**BCC**"), all clauses in the terms and conditions (the "**Conditions**") of the convertible bonds, issued by the Company on 9 May 2019, maturing on 9 May 2024 (ISIN BE0002651322), which come into effect at the moment a change of control occurs, including, but not limited to, Conditions 5(b)(x) and 6(d) and which fall or could be considered to fall within the scope of Article 556 BCC relating to the granting of rights to third parties that affect the assets of the Company, or create a debt or a liability for which the Company is liable, when the exercise of these rights is subject to the launching of a public takeover bid on the shares of the Company or to a change in the control exercised over it. The general meeting of shareholders also grants a special power of attorney to each director of the Company and to Mr. Tim Vandorpe (*corporate counsel*) (each a "**Proxy Holder**"), each Proxy Holder acting individually and with the

right of substitution, to complete the formalities required by Article 556 BCC with regard to this resolution, including, but not limited to, the execution of all documents and forms required for the publication of this resolution in the annexes to the Belgian Official Gazette.

Voting instruction:

<input type="checkbox"/> I AGREE	<input type="checkbox"/> I DO NOT AGREE	<input type="checkbox"/> ABSTENTION
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II. In case the aforementioned special shareholders' meeting would be postponed or suspended, the special proxy holder shall have the power to represent the Undersigned at the shareholders' meeting that would be held having the same agenda, as relevant:

Yes

No

Please tick the appropriate box. In the absence of an instruction, or if, for whatever reason, there is a lack of clarity with regard to the instruction given, the Undersigned shall be deemed to have selected "Yes". Please note that in order to apply for such subsequent meeting, holders of shares must again register for such meeting.

In case of amendments during the meeting to a proposed resolution or a new proposed resolution:

the special proxy holder shall vote for the amended or new resolution

the special proxy holder shall vote against the amended or new resolution

the special proxy holder shall abstain from the vote on the amended or new resolution

Please tick the appropriate box. An absence of instruction shall be tantamount to an instruction to vote for the amended proposed resolution or the new proposed resolution. In case the Chairman of the Board of Directors of the Company is appointed (or deemed appointed) as special proxy holder, the Chairman (or, as the case may be, the substitute of the Chairman) will in such event vote on the amended proposed resolutions or new proposed resolutions in the manner as will be supported or recommended by the Board of Directors.

III. If a supplemented agenda is published in accordance with Article 533ter BCC after this proxy has been notified to the Company, the special proxy holder shall have the power to vote on the new items that have been added to the agenda, as relevant:

Yes

No

Please tick the appropriate box. In the absence of an instruction, or if, for whatever reason, there is a lack of clarity with regard to the instruction given, the Undersigned shall be deemed to have selected "Yes".

In accordance with the BCC, the special proxy holder may, with respect to the items referred to in the agenda for which pursuant to Article 533ter BCC new proposed resolutions have been tabled, deviate at the meeting from the instructions, if any, given by the Undersigned, if the execution of those instructions could prejudice the interests of the Undersigned. The special proxy holder must notify the Undersigned thereof.

IV. The special proxy holder has the power to, in the name of and on behalf of the Undersigned, sign all attendance lists and minutes, participate in all deliberations, and vote with respect to all decisions or items that can, pursuant to this agenda, be presented to said meeting.

V. In general, the special proxy holder has the power to do all that appears necessary and/or useful for the exercise of this proxy.

The Undersigned hereby ratifies and approves all acts carried out by the aforementioned special proxy holder. The special proxy holder will vote on behalf of the Undersigned in accordance with the instructions given above.

The present proxy shall also serve as notification within the meaning of Article 536, §2, par. 3 BCC with respect to the special shareholders' meeting of the Company to be held on 27 September 2019.

Done at, on2019

Signature.....